

DEVELOPMENT MANAGER – Oaktree/Greenline, LLC

Oaktree/Greenline LLC was originally founded as Unihab, Inc. in 1969 as a design/build company specializing in urban, multifamily housing with a vision of maximizing quality and value by emphasizing good design. The company's evolution follows this vision now utilizing a patent-pending housing system created by the company's founder, Arthur Klipfel. The construction of some prototypical projects created within the company an expertise in the development process. From the 1970's on, many projects were developed, some modular, some rehab, and a great deal of new construction in the form of townhouses and mid-rise buildings. A number of projects were large, comprising of more than 100 units. The focus remained on the vision of design quality and value in urban infill multifamily housing. All the company's projects embody a sense of community not often found in residential development. A cohousing project was completed in the 1990's. A commitment to sustainability has been a core principle for Oaktree since its inception. Since 2000, Oaktree has made a further commitment to develop multifamily communities that are fully serviced with communication technologies.

SUSTAINABLE DEVELOPMENT

Oaktree concentrates on developing in-town sites that are near nodes of public transportation. The residential sustainable design standard (LEED) is the benchmark for all of our buildings. Cambridge Cohousing, a 41-unit cohousing community in Cambridge, won the American Institute of Architect's Top 10 Green Design Awards and was featured in the United States Department of Energy 1998 Building America calendar (July).

INNOVATIVE TECHNOLOGY

Innovative residential technology has created many opportunities to better serve residential customers, especially those living in multi-family buildings. Oaktree proactively designs its building communications infrastructure (web interface, network etc...) to be a key differentiator in its housing, providing the basis for improved services to the residents.

ENHANCED COMMUNITY

Throughout its projects Oaktree promotes a sense of community by thoughtfully designing the common spaces to enhance residents' interaction with the building and with each other.



Arthur Klipfel III – Founding Partner/President, Oaktree/Greenline LLC

Arthur Klipfel is the founding Partner and President/CEO of Oaktree Development. A licensed architect, Mr. Klipfel directs project acquisition, the structuring project financing, and the design and construction of project development.

In 1969 Mr. Klipfel founded Unihab, Inc. As President and creative leader, he perfected a patented factory-built housing system and completed a successful IPO. Unihab's mission was to design and

develop efficient and affordable housing, utilizing factory built technology. In the 1990's Unihab was reorganized as a partnership committed to sustainable design and development, and re-named Oaktree Development.

Mr. Klipfel created and led the design and development of the newly patented GreenStaxx building system. This system is a continuation of the original patented system, focused on sustainable aspects of modular design. Oaktree's most recent projects using the GreenStaxx system are:

- 30 Haven, a 53 unit/20,000 SF retail, mixed-income project in Reading - completed
- Chelsea Park Plaza, a 56 apartment project in Chelsea – under construction
- 7 Cameron, a 37 unit project in Cambridge - completed
- 50 Beharrell, a 74 unit/36,000 SF retail project in West Concord - in the final stages of permitting

Mr. Klipfel has a Bachelor's Degree from Cornell in Economics, a Master's Degree from Yale University in Architecture, and a year of post graduate work in Architecture at Harvard.

Awards/Distinctions/Affiliations

- Paris Prize in architecture, national award for top graduate thesis
- Neil Armstrong Air & Space Museum in Ohio, state competition
- Chelmsford Crossings Senior Living, state competition Department of Community Affairs
- 1997 AIA national, annual award for most sustainable multifamily building
- Former President of the Cambridge Multicultural Art Center

Qualifications specific to this job:

- Leader of design and construction of 1008 Mass Ave, multiuse in Harvard Square, Cambridge
- Leader of design and construction of Lexington Commons, multiuse, downtown Lexington, MA
- Leader of design and construction of 30 Haven, multiuse, downtown Reading, MA
- Leader of design and construction of Beharrell Square, multiuse, downtown West Concord, MA



Gwendolen Noyes – Founding Partner, Oaktree/Greenline

Gwen Noyes is a founding partner of Oaktree. Gwen is a trained architect committed to socio-environmentally responsible lifestyle design. She has a seasoned ability to communicate the benefits of smart community development and successfully shepherd advanced housing concepts through the permitting process. She led in the sociologically complex formation and development of the Cambridge Cohousing community, an award winning, and nationally acclaimed example of sustainable design.

Ms. Noyes has a Master of Architecture degree from the University of Pennsylvania and a Bachelor of Arts from Vassar College. She has served as a founding trustee on the City of Cambridge's Affordable

Housing Trust, and is a member of Cambridge Friends' Meeting, where she heads the EarthCare Witness Committee.

Awards/Distinctions/Affiliations

- Award - Cambridge Cohousing by US Department of Energy, for Energy Efficiency and Renewable Energy Project
- Current and Founding Trustee, Cambridge Affordable Housing Trust
- Cambridge Friends' Meeting EarthCare Witness Committee
- President Emeritus of the Cambridge Center of Adult Education

Qualifications specific to this job:

- Permitting and community interface for 30 Haven, a 53 unit, mixed use, commercial and residential, TOD development newly built in downtown Reading.
- Permitting and community interface for Lexington Place, a LEED certified, mixed use, retail and 30 unit condominium development successfully integrated into the fabric of Lexington Center.
- Permitting, design and construction of Cambridge Cohousing, an environmentally and socially progressive 41 unit residential community in Cambridge, MA
- Permitting and design of a mixed use, village center, TOD development of 74 units and 36,000 sq ft of commercial space in West Concord, MA



Chryse Gibson – EVP – Oaktree/Greenline

Chryse Gibson joined Oaktree Development in 2010 bringing with her an eclectic blend of skills and expertise to support acquisition, project management, marketing and investor relations.

Chryse began her building career working for Paolo Soleri at Arcosanti before earning her license as one of the first three women journeyman carpenters in NYC. In 1982, Chryse moved to Canada where she founded Sisters' Construction, a home renovation company before going to Nicaragua to work with the Center for Appropriate Technology to create a national carpentry training center.

On her return, Chryse joined OXFAM-Canada as the director of domestic programs to pursue her second career in organizational development. With an expertise in strategic change, Chryse continued her work as the Executive Director with Youth Challenge International with offices in Costa Rica, Guyana and the Solomon Islands and as the founding Executive Director of the Women's Future Fund, an innovative collaboration of national women's organizations raising financial support through workplace giving.

In 2005 Chryse returned to the United States with her family, taking the position of Executive Director for the Newton Schools Foundation. Currently Chryse is developing Living Ahead, an interdependent living solution to support financial, social and health security.

Chryse studied sculpture at the Philadelphia College of Art, received her BFA, magna cum laude from U-MASS Amherst, is a certified carpenter and licensed real estate agent. Chryse currently lives in Newton with her husband, traveling frequently to Canada to visit her son and daughter.

Awards/Distinctions/Affiliations

- Chair, Carpentry Advisory Committee, NNHS Career and Tech Ed
- Founding Advisor, NPS Innovation Lab
- Strategic Advisor, Newton At Home, 2008-10

Qualifications specific to this job:

- Marketing and Communications
30 Haven (Reading); 7 Cameron (Cambridge); GreenStaxx
- Residential: market-rate and affordable units – 30 Haven

Select Oaktree Projects



Brookside Square

Project Title: Brookside Square

Location: West Concord, MA

Status: Projected completion in June 2015

No. of Units: 74



Chelsea Place

Project Title: Chelsea Place

Location: Chelsea, MA

Status: Projected completion in June 2013

No. of Units: 54



30 Haven

Project Title: 30 Haven

Location: Reading MA

Status: Completed in 2012

No. of Units: 53



7 Cameron

Project Title: 7 Cameron

Location: Cambridge MA

Status: Completed in 2012

No. of Units: 37



St James Place on Porter Square

Project Title: St James Place on Porter Square

Location: Cambridge MA

Status: Pre-entitlement

No. of Units: 47



Lexington Place

Project Title: Lexington Place

Location: Lexington, MA

Status: Completed in 2009

No. of Units: 30 condos



Richdale Place

Project Title: 175 Richdale Place

Location: Cambridge MA

Status: Completed in 2008

No. of Units: 20



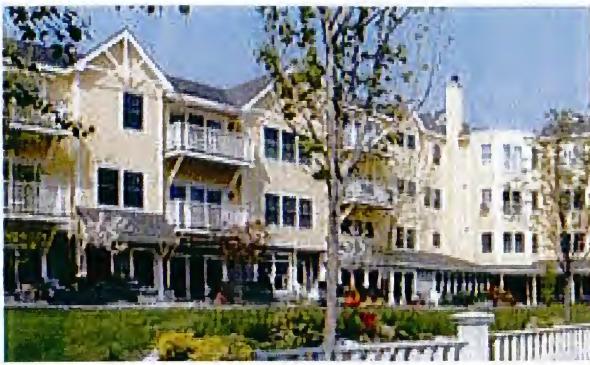
Cambridge Park Place

Project Title: Cambridge Park Place

Location: Cambridge MA

Status: Completed in 2003

No. of Units: 314



Cambridge Cohousing

Project Title: Cambridge Cohousing

Location: Cambridge MA

Status: Completed in 1998

No. of Units: 41



1008 Massachusetts Avenue

Project Title: 1008 Massachusetts Avenue

Location: Cambridge MA

Status: Completed in 1997

No. of Units: 65



Thomas Graves Landing

Project Title: Thomas Graves Landing, Cambridge, MA

Location: Cambridge MA

Status: Completed in 1987

No. of Units: 175

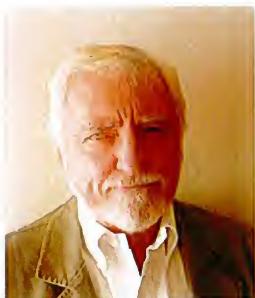
ARCHITECT – Oaktree/GSX

GreenStaxx, a division of Oaktree Development, represents the building technology and system designed and patented by Oaktree's Founder and President, Arthur A. Klipfel III. Oaktree Development, originally founded as Unihab, Inc. in 1969 as a design/build company, specializes in urban, multifamily housing with a vision of maximizing quality and value by emphasizing good design.

GreenStaxx

GreenStaxx uniquely integrates the quality and speed of pre-fabricated modules, the power and data organization of BIM (Revit), and the flexibility and ease of units pre-designed to fit perfectly together. The GreenStaxx system virtually models and assembles building parts onto sites of varying sizes and shapes. Each part is a stack of residential units completely specified, designed, engineered and 3D modeled in Revit.

The collection of these parts form a library of unit types including outside corners, inside corners, units with stairs, a unit with an elevator shaft, one bedroom units, two bedroom units, etc. The library of unit types and patented methods of modular design provides the data and documentation to quickly and easily design, evaluate, estimate and construct high quality, energy-efficient multi-family residences.



Arthur Klipfel III – President, Founder Oaktree/GSX LLC

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CIVIL ENGINEER – Meridian Associates

Meridian Associates provides land development, renewable energy, and sustainability assessment consulting services to corporate, commercial, industrial, institutional and public clients. These services encompass the complete development process from initial site acquisition studies to final compliance certification, analysis and implementation.

Meridian Associates is headquartered in Beverly, Massachusetts with a branch office in Westborough, Massachusetts. Meridian Associates has provided services to projects in 29 of 48 contiguous states in the US, and several foreign countries. Meridian seeks to provide clients with technical expertise and end-to-end management of complex development and energy projects in helping them to succeed financially, environmentally and socially responsibly.



Mark E. Beaudry, PE

Mark E. Beaudry, PE, is a Senior Associate with the firm. He is responsible for the management, civil/site design and permitting of multidiscipline land development and infrastructure improvement projects for industrial, commercial, residential and municipal clients.

Mr. Beaudry has extensive professional experience with various size land development projects. He has acted as liaison to project teams from conceptual design through construction, has managed project planning, design development tasks, permit acquisition and construction document preparation, construction services and the coordination of staff and sub-consultants. He also has extensive experience with project representation before local and state boards and regulatory officials.

CONSULTANT – SEB (Stockard Engler Brigham LLC)

SEB is a leading consulting firm in the fields of affordable housing planning and development. We have worked with both public and private sector clients to complete over 1,100 diverse consulting assignments and have been involved with over 9,000 affordable units in Massachusetts. We have assisted in the development of urban and suburban affordable housing complexes from initial conception to lottery administration, conducting larger scale neighborhood planning and revitalization efforts, or engaging in state or federal housing policy research and development.

Since the 1970s SEB has been working to maintain the integrity of neighborhoods in the greater Boston area. We have worked for 40 years to forward the cause of affordable housing and neighborhood revitalization. By working with both for-profit developers and non-profit groups, SEB has made it a practice to assist in community development.

SEB take several approaches to increase the affordable housing stock in Massachusetts. We develop mixed-income housing ourselves. We organize and administer affordable housing lotteries. And we consult with developers throughout the permitting and development phase through to occupancy. And finally, SEB has been on the forefront of providing Chapter 40B Affordable housing to the changing communities of Massachusetts.



Robert Engler – President, SEB

Bob Engler has been a resident of Newton for 44 years, as a renter, a dormitory “parent” and as a home owner in Newton Center and Newtonville. He was the first President of the Newton Housing Partnership and remained president for 17 years. He has been president of the Newton Community Development Foundation (NCDF) for almost 20 years and oversaw the conversion of the Warren Junior High School into mixed income rental housing and The Homes at Auburndale Yards into mixed income rental and for-sale housing.

His predecessor firm, JGA, developed the initial guidelines for the Newton Housing Rehab Program which has been in-going for almost 40 years. He also consulted on the creation of the Ginny Robinson House, serving low income seniors in Newtonville. His current firm, SEB, developed Parkview Homes in Auburndale, an affordable home ownership complex which has received a LEED Gold certification.

Awards/Distinctions/Affiliations

- Bob Swett Award for Excellence in Affordable Housing, 1984
- Bob Swett Award for Excellence in Affordable Housing, 2013 for Parkview Homes
- Founding and current President, Newton Community Development Foundation (NCDF)

Qualifications specific to this job:

Developer/co-developer (involved in planning, design, permitting, financing):

- Parkview Homes in Auburndale – 10 affordable home ownership units
- The Terraces – Newton Center - 48 units of home ownership units (with contributions to affordable housing)
- Sea Meadow Village – Barnstable – 28 units of affordable home ownership
- The Warren House (NCDF) – 59 units of mixed income/affordable rental housing and community daycare

Affordable Housing

Development consultant

- Involved in selecting the team, design, permitting, financing/rent up/sales of affordable units
- (50+) developments ranging in size from 6 to 2,000 units of rental and sales mixed income housing

COUNSEL – Smolak & Vaughan LLP

Smolak & Vaughan LLP is one of the region's leading real estate, litigation, land use and environmental law firms. Having practiced at several of the region's leading law firms, our attorneys combine in depth legal knowledge with practical business advice, and our specialized knowledge and innovation contribute to outstanding yet cost effective solutions for our clients. We provide the expertise and resources of a much larger firm while giving our clients the individual service and attention that is needed to make the project a success. In addition, our extensive experience in real estate litigation, insurance claims and coverage matters, and contract disputes enables us to effectively counsel clients on ways to minimize the risks of litigation and resolve disputes in a cost effective manner. The firm also has experience in the areas of estate planning, taxation, and probate and trust administration.

Our active participation in, and leadership roles on, a number of leading real estate trade associations provide us with the ability to identify significant land use and environmental regulatory developments before they happen so that we can inform our clients of the latest developments in the ever changing land use and environmental regulatory climate.



Stephanie A. Keifer, Smolak & Vaughan LLP

Stephanie Kiefer focuses her legal practice on environmental, land use and zoning law, including permitting and appeals. Over the past fifteen years, Ms. Kiefer has been involved in broad ranging projects and associated permitting of wetlands, waterways, sewer and septic, endangered species and MEPA, traditional zoning and subdivision permitting as well as alternate zoning schemes, such as Chapter 40B and Chapter 40R. Stephanie has been active in the permitting of one of the first smart growth zoning developments in the Commonwealth and likewise was a part of the permitting team for the first Tax Credit Exchange program development with funding through the ARRA, reviving developments which faltered with the collapse of the tax credit market.

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Ms. Kiefer has also served as special environmental counsel in real estate conveyancing, involving hazardous waste releases and clean-up, brownfields redevelopment and rehabilitation of existing developments.

In addition to permitting work, Stephanie represents clients in both administrative forums and before the

trial and appellate courts in pursuing permits and defending permit challenges, resolving land use disputes and zoning compliance, and resolving land ownership disputes.

Prior to joining Smolak and Vaughan, Stephanie had served of counsel to Freeman Davis LLC in its Boston office and had been both an associate and partner at Rubin and Rudman LLP in its Environmental and Land Use Department.

In addition to her practice, Stephanie has presented seminars to commercial and residential real estate brokers through the Greater Boston Real Estate Board/Commercial Brokers Association continuing education series on the topics of zoning and building code as well as wetlands regulation. Ms. Kiefer has also authored several articles on changes to wetlands regulations, standing in environmental appeals, brownfields redevelopment and environmental issues in lending, appearing in Bunker and Tradesman, Massachusetts Lawyers Weekly and the Association of Massachusetts Wetlands Scientists newsletters.

AREAS OF EXPERTISE

Land Use and Development Law
Environmental Permitting and Appeals
Zoning and Subdivision Law and Appeals
Affordable Housing and Smart
Growth Zoning

BAR ADMISSIONS

Commonwealth of Massachusetts
U.S. District Court, Massachusetts

EDUCATION

Vermont Law School, M.S.E.L., magna cum laude, 1995
Boston University, J.D., 1994
Ohio University, B.S./B.A. in Journalism and French, summa cum laude, 1991

MEMBERSHIPS

Massachusetts Bar Association
American Bar Association
Real Estate Bar Association
Boston Area Vermont Law School Alumni Association

NATURALIST – LEC Environmental Consultants, Inc.

LEC Environmental Consultants, Inc. (LEC) is a multidisciplinary ecology-based environmental consulting firm dedicated to providing an interface between the natural sciences and land-use management.

Successfully coupling these two disciplines requires an accurate interpretation and articulation of local, state, and federal regulations. LEC's diversity of experience and strong scientific foundation enable them to find creative solutions to contemporary environmental challenges and regulatory requirements.

LEC is committed to finding expedient, economical, and environmentally responsible solutions to foster land use within the jurisdiction of the ever-changing environmental laws and regulations.



Richard A. Kirby, Senior Wetland Scientist

A member of the LEC team since 1999, Richard Kirby has been devoted to conducting ecosystem evaluations, wetland boundary determinations, riverfront studies, wildlife habitat evaluations, construction monitoring, wetland restoration and replication monitoring, and preparing environmental permit applications following federal, state, and local regulations for an array of residential, commercial, and infrastructure projects. Richard is adept at managing and guiding complex projects through the environmental permitting processes and has provided expert testimony at the Massachusetts Department of Housing and Community Development Housing Appeals Committee, Division of Administrative Law Appeals, and DEP Adjudicatory Process.

Richard received a Bachelor of Arts Degree in Biology from Boston University, has taken graduate courses in Soil Science at the University of Massachusetts, and has lectured at the Massachusetts Municipal Association on Wetlands Protection in Massachusetts.

TRAFFIC ENGINEERS – MDM Transportation Consultants, Inc.

MDM Transportation Consultants, Inc. (MDM) is a full-service transportation engineering and planning firm led by Managing Principals Robert J. Michaud, P.E and Ronald D. Desrosiers, P.E., PTOE. Through their diverse and complementary experience, MDM is prepared to guide any project, from small to large, through the state and local permitting process, into design and ultimately construction. We offer responsive, comprehensive and cost effective solutions to our public and private sector Clients. We recognize that every Client has unique needs, schedules and budget constraints. As such, we pride ourselves on meeting these objectives to develop strategic “real world” solutions to today’s challenging transportation infrastructure needs.

Since our founding in June of 2003, MDM has provided transportation services on over 500 individual projects ranging from peer reviews for Cities and Towns to major infrastructure improvements for public and private sector Clients. MDM provides a complete range of planning and engineering services required for successful transportation projects, from start to finish. We offer reliable, expert services from the initial project feasibility to concept design, local and state permitting, as well as engineering design and construction services. Our expertise spans both the public sector and private land development markets, with an emphasis on facilitating, permitting and implementing complex transportation projects. Our solid approach results in viable, cost-effective transportation solutions for every type and size project.



Robert J. Michaud, P.E.

Mr. Michaud is a Managing Principal in charge of MDM's Transportation Planning and Permitting practice. Mr. Michaud has over 25 years of experience directing and participating in numerous transportation planning and engineering projects in New England. Included in his experience are studies and permitting which encompass traffic operations and analysis for complex land development projects, roadway corridor improvements, parking studies, traffic impact and access studies, transportation air quality studies, expert witness testimony, and transportation peer reviews for municipalities. He has conducted these efforts for State agencies, Cities and Towns, and private sector Clients. Mr. Michaud is a registered *Professional Engineer* in Massachusetts, Rhode Island and New Hampshire.